

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:)
)
DELPHI CORPORATION, <i>et al.</i> ,) Chapter 11 Case No. 05-44481 (RDD)
)
) (Jointly Administered)
Debtors.)
)
)

**ORDER GRANTING PEPKO ENERGY SERVICES, INC. RELIEF FROM
AUTOMATIC STAY TO PROVIDE NOTICE OF DEFAULT AND TERMINATE SALES
AGREEMENT BETWEEN PEPKO ENERGY SERVICES, INC. AND DEBTORS**

Upon consideration of Pepco Energy Services, Inc's Motion for Order of Relief from Automatic Stay to Provide Notice of Default and Terminate Sales Agreement Between Pepco Energy Services, Inc. and Debtors, or in the Alternative, for Order Compelling Debtors to Assume or Reject Sales Agreement (the "Motion"), and it appearing that proper notice has been given to the required parties, and for good cause shown, following consideration of any objection thereto, and any hearing held thereon, it is hereby

ORDERED that:

1. The Motion is hereby **GRANTED**;
2. The automatic stay pursuant to Section 362 of the Bankruptcy Code is hereby lifted as to Pepco Energy Services, Inc. ("PES") and PES is permitted to send a notice of non-payment pursuant to the Sales Agreement (as defined in the Motion) and to terminate the Sales Agreement if such payment default is not cured pursuant to the terms of the Sales Agreement; and
3. To the extent that the Debtors cure the nonpayment default that existed as of the filing of the Motion prior to the expiration of the cure period set forth in the Sales Agreement, if

timely payment by the Debtors for any subsequent month is not received pursuant to the terms of the Sales Agreement, the automatic stay pursuant to Section 362 of the Bankruptcy Code shall be automatically lifted without further Order of this Court to allow PES to provide a notice of non-payment and terminate the Sales Agreement if such payment default is not cured within the grace period set forth in the Sales Agreement.

Dated: New York, New York
January __, 2005

Honorable Robert D. Drain
United States Bankruptcy Judge

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